

**BYLAWS of the
African American Advisory Group (AAAG)**



**AAAG based at the
National Aeronautics and Space Administration Ames
Research Center**

**Chairperson
James Busby**

African American Advisory Group (AAAG) BY-LAWS

ARTICLE I – African American Advisory Group (AAAG)

The name of the organization shall be the African American Advisory Group.

ARTICLE II – PURPOSE

The purpose of the American Advisory Group is to project an image of organization and professionalism, encourage harmonious communications with Center management and Human Resources, promote African American accomplishments that contribute to the success of NASA missions, and jointly provide creative solutions to problems impeding numerical under representation of African Americans at Ames Research Center.

ARTICLE III - MEMBERSHIP

Section 1: Members of the AAAG consist of regular members and their supporters.

Section 2: Regular members of the NASA Ames Research Center AAAG are African American civil servants, NASA contractors, and NASA Research Park (NRP) occupants

Section 3: A supporter of the AAAG can be any NASA ARC civil servant, contactor, an employee at NASA ARC or the NRP.

Section 4: Regular members have voting membership.

Section 5. Supporters of the AAAG may participate in all AAAG activities but will not have voting membership.

Section 6: The Board shall have the authority to establish and define nonvoting categories of membership.

ARTICLE IV - MEETINGS OF MEMBERS

ARTICLE V - OFFICERS

Section 1. Officers.

The Officers of the Organization shall be a Chair, a Vice Chair, a Secretary, a Treasurer, Sergeant-at-Arms, Public Affairs/Communications Officer and such officers as deemed advisable from time to time by the Board of Directors.

Section 2. Eligibility.

An Officer must be a member of the AAAG for at least one year.

Section 3. Election and Terms.

The term of an Officer is two year(s). Terms will be staggered to ensure there is not a full turnover of Officers in any given year. The term of an Officer can also expire by her or his resignation or removal in accordance with these bylaws.

Section 4. Vacancies.

If the office of Chair becomes vacant, the Vice Chair will assume the duties of Chair for the unexpired term. If the office of Vice Chair becomes vacant, the Board of Directors will elect one of its members for the unexpired term. If any other office becomes vacant, the Board of Directors shall elect an eligible member to fill the office for the unexpired term.

Section 5.

All of the Officers of the Organization will serve without compensation, but may be reimbursed for necessary and appropriate expenses upon approval by the Board of Directors.

ARTICLE VI – DUTIES OF OFFICERS

Section 1. Duties of the Chair.

The Chair shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the executive committee to preside at each

- Participating in HR outreach & recruitment activities
- Creating, distributing, and maintaining the AAAG resource guide for use by HR, supervisors, and managers (i.e. contacts, Universities, resumes, organizations)
- Developing projects or activities to promote awareness for improvements in the work environment and enhancement of cultural knowledge
- Coordinating at least 1 annual meeting with Center advisory group chairs
- Assisting ODEO with identifying barriers to the hiring and advancement of African-Americans
- Coordinating 6 (minimum) AAAG meetings during the fiscal year
- Meeting once per year with the ODEO Director
- Developing the annual advisory group action/activity plan by November 1st each fiscal year
- Maintaining the membership roster
- Other roles & responsibilities as deemed appropriate

Section 2. Duties of the Vice Chair.

The Vice-Chair will assist the Chair as requested and designated by the board. In addition, the Vice Chair assumes the duties of the Chair when the Chair is unable to perform his or her duties or is absent from meeting at which the Chair would reside.

Section 3. Duties of the Secretary.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate records are maintained. Specifically the Secretary will:

- Manage all administrative aspects of the AAAG
- Develop and disseminate AAAG meeting agenda under consultation with the chair
- Record and disseminate meeting minutes
- Assist with the coordination and notification of AAAG meetings

The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public. Specific duties of the Treasurer includes:

- Managing all budgetary aspects for AAAG
- Consulting with the chair on Center treasury processes and procedures
- Coordinating event or activity ticket sales and monetary collections
- Composing and providing treasury reports at least 3 times per fiscal year
- Consulting with ODEO to determine annual funding allocations
- Other roles & responsibilities as deemed appropriate

Section 5. Duties of the Sergeant-at-Arms.

The Sergeant-at-Arms shall:

- Establish protocol for AAAG meetings, events, and activities
- Research and disseminate information on topics of interest to AAAG
- Assist with logistics for visitors and presenters (i.e. security, visitor's pass, directions, etc.)
- Maintain order and decorum at AAAG meetings, events, and activities
- Other roles & responsibilities as deemed appropriate

Section 6. Public Affairs/Communications Officer

- Manage all public and communication tasks for AAAG
- Create and disseminate notifications for AAAG events or activities
- Research and provide information of interest to AAAG membership (i.e. training, cultural awareness, diversity, career advancement, recruitment)
- Consult with AAAG chair and ODEO to maintain AAAG webpage
- Act as lead for Officer Nominations committee
- Other roles & responsibilities as deemed appropriate

Directors has, and may exercise, any and all powers necessary to carry out the purposes of the AAAG.

At-large Members on the Board of Directors are selected by the Board of Directors.

The Board receives no compensation other than reasonable expenses incurred in their official capacity as Board members.

Section 2. Composition of the Board of Directors.

A. The Board of Directors consists of at least three members. Each member on the Board has one vote at meetings of the Board of Directors at which they are present.

B. The Board of Directors is composed of:

1. The Chair, Vice Chair, Secretary, Treasurer, Sergeant-at-Arms, and Public Affairs/Communications Officer;
2. The Executive Committee will be the AAAG officers and the chairs of the Standing committees;
3. Representatives elected at-large will be as needed; and
4. Additional members as deemed necessary and appropriate by the Chair or Board of Directors.

Section 3. Resignation

A member of the Board of Directors may resign at any time by providing written notice to the Chair.

Section 4. Vacancies.

When a vacancy on the Board exists, nominations for a new member will be received from present Board members and the Chairs of the standing committees (i.e. Executive Committee) by the Secretary one week in advance of

of the other members of the Board at a special meeting called for that purpose. Failure to attend three (3) consecutive meetings without notification to the Board of Directors may constitute automatic removal without notice. In addition, action against the AAAG or its missions or other behaviors deemed detrimental to AAAG by the Board may be grounds for removal.

ARTICLE VIII – MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings.

The Board shall meet at least quarterly, at an agreed upon time and location..

Section 2. Notice.

- A. An official Board meeting requires that each Board member have written notice one week in advance.
- B. Notice of a meeting of the Board of Directors will specify the date, time, and place of the meeting and include a tentative agenda. Notice must be delivered personally to each member of the Board or via postal or electronic mail.

Section 3. Special Meetings.

Special meetings may be called at the request of the Board of Directors chair upon notice of five (5) days. The notice must state with particularity the item(s) of business to be considered at the special meeting. No other business will be conducted at the special meeting other than that specified in the notice.

Section 4. Quorum.

A quorum must be attended by at least twenty percent of the Board members before business can be transacted or motions made or passed.

Section 5. Majority Vote.

Except as otherwise provided by these bylaws, all matters before the Board of Directors will be decided by a majority vote of the members of the Board present

force and effect as a vote of the Board of Directors at a meeting and will be described as such in any document executed by the AAAG.

Section 7. Participation by Conference Call or Proxy.

Any member of the Board of Directors may participate in a meeting of the Board or a Committee of the Board by means of conference telephone or of communications by which all participants in the meeting are able to hear one another, or by proxy, and such participation will constitute presence in person at the meeting.

Section 8. Minutes of the Proceedings.

Minutes of the proceedings of the Board of Directors and the Executive Committee will be open to inspection by any member of the AAAG.

Section 9. Rights of non-Board AAAG Members.

Members of the AAAG may attend all meetings of the Board of Directors and will have a voice, but not a vote, when so attending.

Section 10. The Board may set dues schedules for membership.

ARTICLE IX: COMMITTEES OF THE BOARD

Section 1. The standing committees of the AAAG shall be as follows:

- A. Executive Committee
- B. Communications and Special Events Committee
- C. Finance Committee

Section 2. The Executive Committee

The Executive Committee consists of the Officers of the AAAG (i.e. The Chair, Vice Chair, Secretary, Treasurer, and Sergeant-at-Arms) and chairs of the Standing committees. The Chair is Chairperson of the Executive Committee. The Executive Committee, under the policy guidance of the Board of Directors, will act for the Board on any matters requiring Board approval between meetings.

likewise be appointed by the Chair of the AAAG with approval of the Board. The Committee is responsible for producing communication guidelines, event flyers, correspondence, special publications, and action plans. The Committee Chair will also have responsibility for organizing special AAAG events or coordinating AAAG participation in non-AAAG events.

Section 4. The Finance Committee

The Treasurer is chair of the Finance Committee, which includes three AAAG members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board. The fiscal year shall be the calendar year. Quarterly reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the AAAG are public information and shall be made available to the membership,

Section 5. Board's Power to Create Other Standing Committees

The Board of Directors may by resolution create administrative and/or ad hoc committees such as Fundraising, Bylaws, External Relations, or Voting.

Chairpersons of administrative committees will make regular reports of committee activities to the Board when required. Chairpersons of administrative committees may attend all meetings of the Board and will have a voice, but unless otherwise eligible as a member of the Board, will not vote when so attending.

ARTICLE X: ELECTIONS

Section 1. Nomination of Candidates

The nomination of candidates for officers and at-large members of the Board of Directors of the Organization will be by application to the Voting Committee. Each application may propose nominees for one or more offices. A biographical résumé and statement prepared by or on the behalf the nominee, indicating qualifications for office sought. including the nominee's activities in AAAG must

Section 3. Terms of Board Members and At-Large Members

All Board members (including At-Large Members) shall serve two-year terms, but are eligible for re-election. However, no board member shall serve more than two (2) two-year terms. The first Board will include members with one and two-year terms to begin staggered terms.

ARTICLE XI - AMENDMENTS

Section 1: These Bylaws may be amended when necessary by a two-thirds (2/3) vote of regular AAAG members or by a majority of the Board of Directors, provided that notice of the proposed amendment or amendments are mailed to the membership at least fourteen (14) days before the meeting. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.